

ORIGINAL**BRYAN CAVE LLP**

By: Eric Rieder (ER 2021)
 Thomas J. Schell (TS 5075)
 1290 Avenue of the Americas
 New York, New York 10104
 (212) 541-2000

*Attorneys for Defendants UBS Absolute Return Fund,
 a fund of UBS Funds, Inc., and UBS Global Bond Fund,
 a fund of UBS Funds, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

X

DEUTSCHE BANK TRUST COMPANY
 AMERICAS, as Trustee and Securities
 Intermediary,

Plaintiff,

- against -

LACROSSE FINANCIAL PRODUCTS, LLC,
 CEDE & CO., as Holder of certain Secured Notes
 and nominee name of the Depositary Trust
 Company, AURELIUS CAPITAL PARTNERS,
 LP, THE BANK OF N.T. BUTTERFIELD & SON
 LIMITED, MAGNETAR CONSTELLATION
 MASTER FUND, LTD., MAGNETAR
 CONSTELLATION MASTER FUND III, LTD.,
 MAGNETAR CONSTELLATION FUND II,
 LTD., PALMER SQUARE 3 LIMITED, PASA
 FUNDING 2007-1, LTD., REVELSTOKE CDO I
 LTD., SILVER ELMS CDO plc, STANTON CDO
 I S.A., UBS ABSOLUTE RETURN BOND
 FUND, a fund of UBS Funds, Inc., UBS GLOBAL
 BOND FUND, a fund of UBS Funds, Inc., ZAIS
 OPPORTUNITY MASTER FUND, LTD, and
 DOES 1 through 100, owners of beneficial
 interests in the Secured Notes,

Defendants.

No. 1:08 CV 00955 (LAK)

**NOTICE OF MOTION FOR
 ADMISSION *PRO HAC VICE*
OF KEITH R. DUTILL**

U.S. DISTRICT COURT
 2008 APR 10 PM 11:01
 FILED
 CLERK'S OFFICE

PLEASE TAKE NOTICE that, upon the affirmation of Thomas J. Schell, dated April 8, 2008, annexed hereto as Exhibit 1, and the affidavit of Keith R. Dutil, annexed hereto as Exhibit 2, together with the exhibit annexed thereto, Defendants UBS Absolute Return Fund, a fund of UBS Funds, Inc., and UBS Global Bond Fund, a fund of UBS Funds, Inc., by their attorneys Bryan Cave LLP, will move this Court, before the Honorable Lewis A. Kaplan, United States District Judge, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York 10007, for an order, in the form annexed hereto as Exhibit 3, admitting Keith R. Dutil, a member in good standing of the State Bar of Pennsylvania, to the Bar of this Court, *pro hac vice*.

Dated: New York, New York
April 8, 2008

BRYAN CAVE LLP

By: 
Thomas J. Schell (TS 5075)
1290 Avenue of the Americas
New York, New York 10104
(212) 541-2000

*Attorneys for Defendants UBS
Absolute Return Fund, a fund of UBS
Funds, Inc., and UBS Global Bond
Fund, a fund of UBS Funds, Inc.*

TO:

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Telephone: (212) 940-3000
Facsimile: (866) 947-2229
Attn: Christopher M. Mason, Esq.

*Attorneys for Plaintiff
Deutsche Bank Trust Company
Americas*

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Jonathan C. Marquet

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Depository Trust Company*

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Financial Products LLC*

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*Attorneys for Defendants
Magnetar Constellation Master Fund, Ltd.
Magnetar Constellation Master Fund III, Ltd.
and Magnetar Constellation Fund II, Ltd.*

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Attn: Alan R. Friedman

*Attorneys for Defendant
Aurelius Capital Partners, LP*

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SONS LIMITED
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Hamilton, Bermuda HM AX

PALMER SQUARE 3 LIMITED
5 Harbourmaster Place
International Financial Services Center
Dublin 1, Ireland

PASA FUNDING 2007-1 LTD.
c/o OGIER FIDUCIARY SERVICES
(CAYMAN) LIMITED
P.O. Box 1234 GT
Queensgate House
South Church Street
George Town, Grand Cayman KY1-1108
Cayman Islands,
The British West Indies

REVELSTOKE CDO 1 LTD
c/o MAPLES FINANCE LIMITED
P.O. Box 1093 GT
Queensgate House
South Church Street
George Town, Grand Cayman KY1-1108
Cayman Islands,
The British West Indies

SILVER ELMS CDO PLC
c/o DEUTSCHE INTERNATIONAL
CORPORATE SERVICES (IRELAND)
LIMITED
5 Harbourmaster Place
International Financial Services Center
Dublin 1, Ireland

STANTON CDO I.S.A
c/o OMICRON INVESTMENT
MANAGEMENT GmbH
Herrengasse 1-3
1010 Vienna
AUSTRIA

ZAIS OPPORTUNITY MASTER FUND, LTD
P.O. Box 1984 GT
Elizabeth Square
George Town
Grand Cayman Islands
The British West Indies

BRYAN CAVE LLP

By: Eric Rieder (ER 2021)
 Thomas J. Schell (TS 5075)
 1290 Avenue of the Americas
 New York, New York 10104
 (212) 541-2000

*Attorneys for Defendants UBS Absolute Return Fund,
 a fund of UBS Funds, Inc., and UBS Global Bond Fund,
 a fund of UBS Funds, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

----- X	
	:
DEUTSCHE BANK TRUST COMPANY	:
AMERICAS, as Trustee and Securities	:
Intermediary,	:
	:
Plaintiff,	:
	:
- against -	No. 1:08 CV 00955 (LAK)
	:
LACROSSE FINANCIAL PRODUCTS, LLC,	:
CEDE & CO., as Holder of certain Secured Notes	:
and nominee name of the Depositary Trust	:
Company, AURELIUS CAPITAL PARTNERS,	:
LP, THE BANK OF N.T. BUTTERFIELD & SON	:
LIMITED, MAGNETAR CONSTELLATION	:
MASTER FUND, LTD., MAGNETAR	:
CONSTELLATION MASTER FUND III, LTD.,	:
MAGNETAR CONSTELLATION FUND II,	:
LTD., PALMER SQUARE 3 LIMITED, PASA	:
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BOND FUND, a fund of UBS Funds, Inc., ZAIS	:
OPPORTUNITY MASTER FUND, LTD, and	:
DOES 1 through 100, owners of beneficial	:
interests in the Secured Notes,	:
	:
Defendants.	:
----- X	

**AFFIRMATION OF THOMAS J. SCHELL IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE* OF KEITH R. DUTILL**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Thomas J. Schell, an attorney-at-law, duly admitted to practice before the United States District Court for the Southern District of New York, affirms under the penalty of perjury as follows:

1. I am an associate of the firm of Bryan Cave LLP (“BC”), attorneys for Defendants UBS Absolute Return Fund, a fund of UBS Funds, Inc., and UBS Global Bond Fund, a fund of UBS Funds, Inc., in the above-captioned action (the “Action”). BC maintains offices for the practice of law at 1290 Avenue of the Americas, New York, New York 10104.

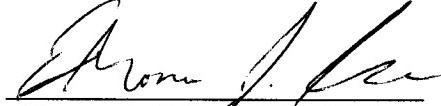
2. I submit this affirmation in support of the Motion for *Pro Hac Vice* Admission of Keith R. Dutill in this Action pursuant to Local Civil Rule 1.3(c).

3. I am a member in good standing of the Bar of this Court, of the United States District Court for the Eastern District of New York, and of the courts of the State of New York.

4. In connection with this Motion, I am submitting the affidavit of Keith R. Dutill, sworn to on April 3, 2008. Keith R. Dutill is licensed to practice by, and is a member in good standing of, the State Bar of Pennsylvania. Annexed to his affidavit is a Certificate of Good Standing issued by the State Bar of Pennsylvania.

Dated: New York, New York
April 8, 2008

BRYAN CAVE LLP

By: 
Thomas J. Schell (TS 5075)
1290 Avenue of the Americas
New York, New York 10104
(212) 541-2000

*Attorneys for Defendants UBS
Absolute Return Fund, a fund of UBS
Funds, Inc., and UBS Global Bond
Fund, a fund of UBS Funds, Inc.*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X
	:
DEUTSCHE BANK TRUST COMPANY	:
AMERICAS, as Trustee and Securities	:
Intermediary,	:
	:
Plaintiff,	:
	:
- against -	: No. 1:08 CV 00955 (LAK)
	:
LACROSSE FINANCIAL PRODUCTS, LLC,	:
CEDE & CO., as Holder of certain Secured Notes	:
and nominee name of the Depositary Trust	:
Company, AURELIUS CAPITAL PARTNERS,	:
LP, THE BANK OF N.T. BUTTERFIELD & SON	:
LIMITED, MAGNETAR CONSTELLATION	:
MASTER FUND, LTD., MAGNETAR	:
CONSTELLATION MASTER FUND III, LTD.,	:
MAGNETAR CONSTELLATION FUND II,	:
LTD., PALMER SQUARE 3 LIMITED, PASA	:
FUNDING 2007-1, LTD., REVELSTOKE CDO I	:
LTD., SILVER ELMS CDO plc, STANTON CDO	:
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FUND, a fund of UBS Funds, Inc., UBS GLOBAL	:
BOND FUND, a fund of UBS Funds, Inc., ZAIS	:
OPPORTUNITY MASTER FUND, LTD, and	:
DOES 1 through 100, owners of beneficial	:
interests in the Secured Notes,	:
	:
Defendants.	:
	X

**AFFIDAVIT OF KEITH R. DUTILL
IN SUPPORT OF MOTION FOR PRO HAC VICE ADMISSION**

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF CHESTER)

KEITH R. DUTILL, being duly sworn, hereby deposes and says as follows:

1. I am a member of the law firm of Stradley Ronon Stevens & Young, LLP, attorneys for Defendants UBS Absolute Return Fund, a fund of UBS Funds, Inc., and UBS Global Bond Fund, a fund of UBS Funds, Inc., in the above-captioned action (the "Action"). My office address is 30 Valley Stream Parkway, Malvern, PA, 19355-1481; my telephone number is (610) 640-5800; and my fax number is (610) 640-1965. I submit this affidavit in support of the Motion for *Pro Hac Vice* Admission of Keith R. Dutil in the Action pursuant to Local Civ. R. 1.3(c).

2. I graduated from the Villanova University Law School in 1986. I was admitted to the Bar of the Commonwealth of Pennsylvania on November 7, 1986 and am a member in good standing of that bar. A certificate of good standing is attached hereto as Exhibit A.

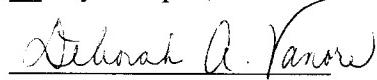
3. There are no pending disciplinary proceedings against me in any state or federal court.

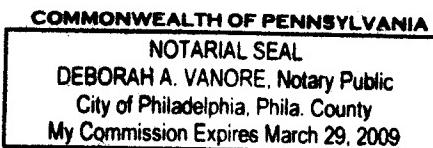
4. I have reviewed and will faithfully adhere to all rules applicable to my conduct in connection with any activities of this Court.



KEITH R. DUTILL

Sworn to before me this
3rd day of April, 2008



Notary Public




Supreme Court of Pennsylvania

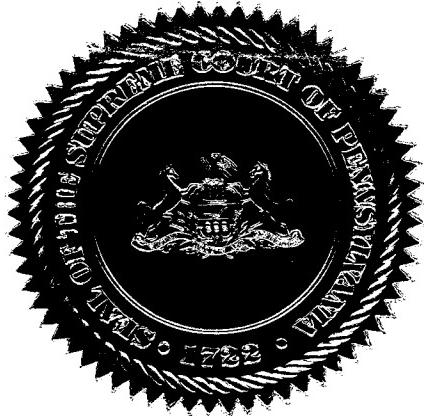
CERTIFICATE OF GOOD STANDING

Keith R. Dutil, Esq.

DATE OF ADMISSION

November 7, 1986

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



**Witness my hand and official seal
Dated: March 28, 2008**

A handwritten signature in black ink, appearing to read "Patricia A. Johnson".

Patricia A. Johnson
Chief Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X
DEUTSCHE BANK TRUST COMPANY	:
AMERICAS, as Trustee and Securities	:
Intermediary,	:
Plaintiff,	:
- against -	No. 1:08 CV 00955 (LAK)
LACROSSE FINANCIAL PRODUCTS, LLC,	:
CEDE & CO., as Holder of certain Secured Notes	:
and nominee name of the Depositary Trust	:
Company, AURELIUS CAPITAL PARTNERS,	:
LP, THE BANK OF N.T. BUTTERFIELD & SON	:
LIMITED, MAGNETAR CONSTELLATION	:
MASTER FUND, LTD., MAGNETAR	:
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BOND FUND, a fund of UBS Funds, Inc., ZAIS	:
OPPORTUNITY MASTER FUND, LTD, and	:
DOES 1 through 100, owners of beneficial	:
interests in the Secured Notes,	:
Defendants.	:
	X

Upon consideration of the Motion of Defendants UBS Absolute Return Fund, a fund of UBS Funds, Inc., and UBS Global Bond Fund, a fund of UBS Funds, Inc., by and through their counsel Bryan Cave LLP, seeking entry of an order authorizing Keith R. Dutill to practice *pro hac vice* before the United States District Court for the Southern District of New York in connection with the above-referenced action; and it appearing

that Keith R. Dutill is qualified to be admitted to practice *pro hac vice* before this Court, it is hereby

ORDERED that Keith R. Dutill is authorized to appear *pro hac vice* as counsel to the Defendants in this action, and Keith R. Dutill is permitted to argue or try this action in whole or in part as counsel or advocate.

Dated: _____

Honorable Lewis A. Kaplan
United States District Judge

BRYAN CAVE LLP

By: Eric Rieder (ER 2021)
 Thomas J. Schell (TS 5075)
 1290 Avenue of the Americas
 New York, New York 10104
 (212) 541-2000

*Attorneys for Defendants UBS Absolute Return Fund,
 a fund of UBS Funds, Inc., and UBS Global Bond Fund,
 a fund of UBS Funds, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

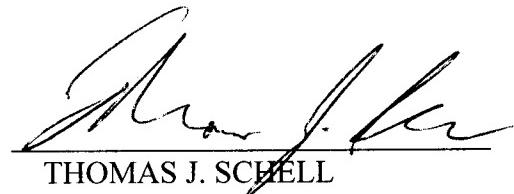
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DEUTSCHE BANK TRUST COMPANY	:
AMERICAS, as Trustee and Securities	:
Intermediary,	:
Plaintiff,	:
- against -	:
LACROSSE FINANCIAL PRODUCTS, LLC,	:
CEDE & CO., as Holder of certain Secured Notes	:
and nominee name of the Depository Trust	:
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OPPORTUNITY MASTER FUND, LTD, and	:
DOES 1 through 100, owners of beneficial	:
interests in the Secured Notes,	:
Defendants.	:
	X

CERTIFICATE OF SERVICE

I, THOMAS J. SCHELL, hereby certify under penalty of perjury that I served copies of the within documents on behalf of **UBS ABSOLUTE RETURN BOND FUND, a fund of UBS Funds, Inc.**, and **UBS GLOBAL BOND FUND, a fund of UBS Funds, Inc.**:

- (i) **NOTICE OF MOTION FOR ADMISSION *PRO HAC VICE* OF KEITH R. DUTILL;**
- (ii) **AFFIRMATION OF THOMAS J. SCHELL IN SUPPORT OF MOTION FOR ADMISSION *PRO HAC VICE* OF KEITH R. DUTILL; and**
- (iii) **AFFIDAVIT OF KEITH R. DUTILL IN SUPPORT OF MOTION FOR *PRO HAC VICE* ADMISSION;**

together with the exhibits attached thereto, by first class mail (i) upon the parties listed in the attached Service List, on April 8, 2008, and (ii) upon ZAIS OPPORTUNITY MASTER FUND, LTD, P.O. Box 1984 GT, Elizabeth Square, George Town, Grand Cayman Islands, The British West Indies, on April 9, 2008.



The image shows a handwritten signature in black ink, appearing to read "Thomas J. Schell". Below the signature, the name "THOMAS J. SCHELL" is printed in a standard font.

SERVICE LIST

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Telephone: (212) 940-3000
Facsimile: (866) 947-2229
Attn: Christopher M. Mason, Esq.

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Jonathan C. Marquet

*Attorneys for Cede & Co. As Nominee for The
Depository Trust Company*

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*Attorneys for Defendant Lacrosse
Financial Products LLC*

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Magnetar Constellation Master Fund, Ltd.
Magnetar Constellation Master Fund III, Ltd.
and Magnetar Constellation Fund II, Ltd.*

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Attn: Alan R. Friedman

*Attorneys for Defendant
Aurelius Capital Partners, LP*

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